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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re

Chapter 11

DELPHI CORPORATION, et al

Case No. 05-44481 (RDD)  
(Jointly Administered)

Debtors.

**WITHDRAWAL OF OBJECTION BY LEAR CORPORATION TO DEBTORS' (I) NOTICE  
OF CURE AMOUNT WITH RESPECT TO EXECUTORY CONTRACT TO BE ASSUMED  
AND ASSIGNED IN CONNECTION WITH SALE OF STEERING AND HALFSHAFT  
BUSINESS (II) NOTICE OF ASSUMPTION AND/OR ASSIGNMENT OF EXECUTORY  
CONTRACT OR UNEXPIRED LEASE TO BUYERS IN CONNECTION WITH  
SALE OF STEERING AND HALFSHAFT BUSINESS AND (III) MOTION  
FOR SALE OF STEERING AND HALFSHAFT BUSINESS**

Lear Corporation ("Lear") hereby withdraws its Objection to Debtors' (I) Notice of Cure Amount with Respect to Executory Contract to be Assumed and Assigned in Connection with Sale of Steering and Halfshaft Business, (II) Notice of Assumption and/or Assignment of Executory Contract or Unexpired Lease to Buyers in Connection with Sale of Steering and HalfShaft Business and (III) Motion for Sale of Steering and HalfShaft Business [Docket #12475].

BODMAN LLP

By: /s/ Ralph E. McDowell  
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March 17, 2008

**CERTIFICATE OF SERVICE**

The undersigned certifies that a true and correct copy of the foregoing ***Withdrawal of Objection by Lear Corporation to Debtors' (I) Notice of Cure Amount with Respect to Executory Contract to be Assumed and Assigned in Connection with Sale of Steering and Halfshaft Business (II) Notice of Assumption and/or Assignment of Executory Contract or Unexpired Lease to Buyers in Connection with Sale of Steering and Halfshaft Business and (III) Motion for Sale of Steering and Halfshaft Business*** was electronically filed using the Court's CM/ECF filing system, and that a true and correct copy of the same was served via Federal Express to the parties identified below:

Delphi Corp.  
5725 Delphi Drive  
(Attn: General Counsel)  
Troy, Michigan 48098

Skadden Arps Slate Meagher & Flom LLP  
333 West Wacker Drive  
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(Attn: John Wm. Butler, Jr.; John K. Lyons, Joseph N. Wharton)  
Chicago, Illinois 60606

and

The Honorable Robert D. Drain  
United States Bankruptcy Judge  
U.S. Bankruptcy Court for the Southern District of New York  
One Bowling Green  
Room 610  
New York, New York 10004

Dated: March 17, 2008

/s/ Ralph E. McDowell  
Ralph E. McDowell